



## **BowlsWales Board Code of Conduct**

### **Introduction**

BowlsWales recognises the huge contribution made by voluntary Board Directors to the organisation. The purpose of this Code is to maintain high standards of conduct, assist directors in their voluntary role and to protect the best interests of our organisation. Conduct within the company is driven by our core values:

- Visionary
- Inclusive
- Open
- Excellence
- Professional

This Code of Conduct is specifically for the Board Directors. Directors should hold their position primarily for their knowledge, skills set and experience and their ability to actively contribute to the running of BowlsWales.

The 2006 Companies Act brought in seven general duties of Directors into the new statutory statement, these are:

A duty

1. to act in accordance with the company's constitution, and to use powers only for the purposes for which they were conferred
2. to promote the success of the company for the benefit of its members
3. to exercise independent judgment
4. to exercise reasonable care, skill and diligence
5. to avoid conflicts of interest
6. not to accept benefits from third parties
7. to declare to the company's other directors any interest a director has in a proposed transaction or arrangement with the company, this is a new duty of disclosure

### **As a Board member, I will:**

- ✓ promote and embed our values, aims and policies
- ✓ act only in the interests of BowlsWales and not on behalf of any constituency or interest group (the knowledge and understanding that each Board member brings from their own experience is highly valued but Board members are not allowed to act as representatives of any constituency or interest group)
- ✓ help establish and maintain robust and comprehensive governance processes and regulations that are regularly reviewed (including a comprehensive list of Board delegated authorities)

- ✓ actively contribute to the effective work of the Board by:
  - thorough preparation and reading all papers which have been circulated prior to meetings;
  - regular attendance, participation and contribution at meetings including constructive challenge;
  - ensuring timely response to agreed actions, requests for information and guidance from fellow Directors and the General Manager;
  - attending the AGM and any other General Meetings as well as BowlsWales events (as and when required)
  - deal with issues of clarification "offline" before Board meetings if it relates to a Board agenda item and maintain a sharp focus on agenda items in meetings, to ensure meetings run to time and that time is utilised to best effect
- ✓ attend meetings of Committees and Advisory/Working Groups which I either Chair or sit in membership
- ✓ attempt to reach decisions by consensus
- ✓ attend relevant training events and take reasonable steps to ensure that I am aware of the development of public policy and other issues which may affect my role and the work of BowlsWales

It is vital that Directors:

- listen and respect the views of others
- seek positive and constructive resolution to those issues where differences in opinion exist and, where a vote is taken, accept the decision of the majority
- respect the office of the Chair of the meeting, to ensure the orderly conduct of meetings
- declare any conflicts of interest and behave in a visibly impartial manner on issues relating to my own personal or professional matters.
- observe the highest ethical standards of impartiality, integrity and objectivity in relation to the stewardship of funds and the management of BowlsWales
- act in a way considered to be in good faith and would be most likely to promote the success of the company for the benefit of its members as a whole
- maximise value for money through ensuring that services are delivered in the most economical, efficient and effective way, within available resources
- maintain focus on the strategic development of BowlsWales through planning, prioritising, performance monitoring and evaluation - remembering that Directors are not always expected to engage in the day to day operation of the Company unless it is a planned intervention
- are up-to-date with the organisation's risk register and are proactive in anticipating any potential threats to the organisation.
- support fellow Directors and the General Manager in their leadership of the organisation
- seek to work effectively with the General Manager [and vice versa] to advise, guide, enable and support

- respect the rights, dignity and worth of all people involved in BowlsWales, regardless of gender, race, marital status, colour, disability, sexuality, age, occupation, religion or political opinion
- at all times act as an ambassador and advocate for BowlsWales promoting the organisation's key messages and always presenting the organisation and its people in a positive light
- displaying BowlsWales 's core values in what you say and the way you act

### **I will not**

- attempt to exercise individual authority over BowlsWales or its staff and volunteers except as explicitly set forth in Board policies (including lead responsibility areas) or linked to line management
- consume alcoholic drinks or illegal substances or smoke during Board meetings
- become inflexibly caught up in promoting my own views
- gossip or act with bias or prejudice towards others
- use offensive or discriminatory language or behaviour
- keep quiet if I have concerns about the organisation
- publicly disagree with decisions that the board takes as a group, even if I have a different personal view

### **Declarations of Interest**

All Board members are required to:

- complete and sign the Declaration of Interests form(s) and comply with the BowlsWales conflict of interest policy and procedures
- ensure that private or personal financial interest never influences decisions
- ensure that the position as a Board member is not used for personal gain
- disclose to the Company Secretary or Chair any direct or indirect pecuniary interest or other interests which are not pecuniary but which could influence judgment or give the impression that the Board or Board Director was acting for personal motives
- note that the Chair of Board meetings has the right to request that a Director withdraws from any meeting or any part of a meeting when any such conflict of interest exists
- comply with BowlsWales policy for hospitality and gifts

In the event of a Director considering that another Board member has an interest which should be disclosed, he/she has a duty under the 2006 Companies Act to report that matter immediately to the Company Secretary or chair of the meeting.

### **Employment**

Board members must not use their positions to obtain for themselves, family members, or close associates, employment within BowlsWales.

Should a Director be considered for employment, he/she must temporarily withdraw from Board deliberations, voting and access to applicable Board information that might relate to the employment.

### **Confidentiality**

Directors should not pass any confidential information gained through their involvement with BowlsWales to a third party without the approval of the Chair.

### **UK Bribery Act**

Directors must be aware of, and comply with, the requirements of the UK Bribery Act 2010 which has two general offences: -

- the offering, promising or giving of an advantage, and
- the requesting, agreeing to receive or accepting of an advantage

### **Outside Activities**

Directors should consider themselves at all times as being potentially regarded as ambassadors of BowlsWales and should, therefore, ensure that none of their other activities has the effect of bringing BowlsWales into disrepute.

### **Misconduct**

Directors' conduct may be considered to be unsatisfactory when a breach of BowlsWales Regulations, this Code, standing orders or Directors legal obligations has occurred.

In cases where there is concern that a Board member's conduct may be considered unsatisfactory, the following procedure will be adopted:

- The Chair will arrange for an investigation of any allegation of misconduct to be undertaken to establish the facts
- The Chair will invite two other members of the Board to form a Board Misconduct Panel with him/her to consider the facts and to determine what action should be taken; if the complaint concerns the Chair then the Vice Chair (*or another equivalent Director*) will convene the Panel
- The Panel will determine what action should be taken
- The action that will be taken will depend upon the seriousness of the misconduct and any previous misconduct

In cases of serious misconduct, the Panel will seek a voluntary resignation from the Board and if such resignation is not forthcoming, formal procedures will be taken in accordance with BowlsWales Regulations to remove the Board member (refer to Company Articles or see companies Act Section 168/169).

A Board member has the right to appeal against any decision made and may make an appeal by writing to the Chair within 14 days of being notified of the decision by the Board Misconduct Panel setting out the grounds on which the Board member is appealing.

The full Board (excluding the original Panel members and appellant Board member) will hear any such appeal. The Chair may request up to two additional members of the organisation, (*or Nominated Representatives of a member if the member is a*

club) with relevant experience, to be co-opted, with voting rights, to the appeal panel if the remaining members of the Board do not have a quorum. A Board member will act as Chair of the appeal panel discussion and the appeal panel's decision will be final.

In cases where the Chair feels it is appropriate, he/she may suspend the relevant member from attendance at meetings of the Board and any Committees while the matter is being investigated.

### **Board Member Grievances**

This procedure for individual grievances covers those matters which are specific to the individual Director in relation to his/her service as a Board member not to any general grievances.

If the Chair has a grievance about another Board member, he/she should raise the matter directly with the Board member in question. If no resolution is found, the Chair will raise the matter in writing, to the Vice Chair, who will investigate and determine the appropriate course of action in consultation with the General Manager and Company Secretary.

If a Director wishes to raise a grievance, he/she should write to BowlsWales Chair setting out the reasons for the Grievance.

If the grievance relates to another Board member or the General Manager, the Chair should investigate and determine the appropriate course of action. If the grievance relates to the Chair, then the Vice Chair should receive the grievance in writing, investigate and determine the appropriate course of action. If the grievance is in relation to a member of staff the General Manager will investigate and determine the appropriate course of action, ensuring reference to the grievance procedures in the employee handbook.

If the Director is not satisfied with the reply which would normally be sent within 10 working days of the original grievance, he/she may appeal to the Chair or Vice Chair if he/she has been dealing with the grievance, in writing outlining the grounds for the appeal.

The appeal will be referred to a Board Grievance Appeals Panel; the composition of this panel will be determined by the Chair or Vice Chair if the original grievance was concerning the Chair, and will comprise of three members of the Board who are not included in any part of the grievance.

Appeals will normally be heard within 15 working days of lodging the appeal. The decision of the panel is final; there is no further appeal under any circumstances.

I confirm that I have read and understand this Board Code of Conduct document: -

Signed ..... Date .....

Print Name.....

**This agreement reflects the hopes and intentions of BowlsWales and the volunteer agreeing to take on this role.**

<b>Agreed by the Board</b>	28 <sup>th</sup> July 2017
<b>Version Number</b>	V1
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